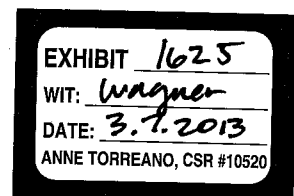


**EXHIBIT 1625 TO
CISNEROS DECLARATION
REDACTED VERSION**

Produced in Native



CONFIDENTIAL ATTORNEY'S EYES ONLY

GOOG-HIGH-TECH-00506628

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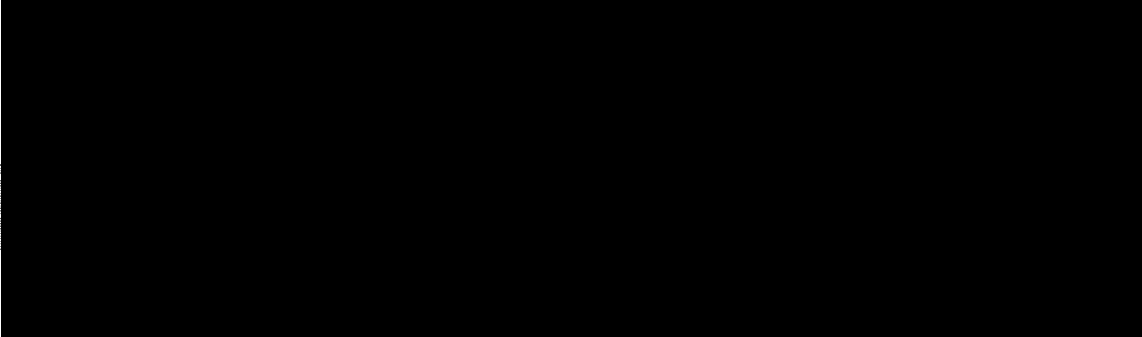
Project Big Bang

Revised Comp Proposal – 9/7/2010

Authors: Frank Wagner, Jason Grishkoff, John Schirm, Mike Xing, Monica Davis, Prasad Setty, Stephanie Tietbohl

INTRO

We agreed to the following goals at the Aug 31 OC meeting:



NEXT STEPS: Show function specific impact during individual OC meetings; Board approval – Oct 2010 meeting; work on proposal mechanics and marketing campaign; communicate to Googlers before December holidays

1. TOTAL COMPENSATION PROPOSAL

Increase overall pay levels and shift pay mix towards higher salaries; [REDACTED]

	SALARY	BONUS	EQUITY	TOTAL COMP
Proposal ²	[REDACTED]			

2. ENHANCEMENTS TO CURRENT EQUITY PROGRAMS

Optimize current equity spend so Googlers better value equity holdings ([REDACTED]).

ENHANCEMENT	IMPACT TO GOOGLERS	IMPLEMENTATION	FINANCIAL IMPACT
Grant 100% GSUs [Quick Win]	[REDACTED]		
Accelerate vesting [Quick Win]			
Set a price floor on equity [TBC]			
Incentivize all employees to opt into automatic sale [TBC]			

16252

3. CASH FLOW CLIFFS

Request: Identify the prevalence of Googler cash flow cliffs and develop action plan

[REDACTED]

Proposal:

- *For existing issues* -- Comp will provide HR Directors with a list of Googlers who are approaching cash flow cliffs 12 months in advance; HR Directors will work with their execs to identify proactive measures, where appropriate
- *Going forward* -- Comp will eliminate cliff-vesting to smooth out cash flows (similar to strategy used in F5 for past F1/2 recipients)

4. EQUITY MEGA GRANT

[REDACTED]

1 [REDACTED]

APPENDIX

A. Total Compensation Proposal – Spend & Margin Detail

	SALARY	BONUS	EQUITY	TOTAL COMP
Projected 2011 Spend ¹				
			Margin ²	

B. Total Compensation Proposal – US Premium Cash Impact by Level

Level	n-Count	Salary Comparison		Total Cash Comparison	
		Current	Proposed Increase ¹	Current	Proposed Increase ²

¹ Increase percentages are – globally consistent² VP+ excludes OC members**C. Total Compensation Proposal – US Premium L4 SWE Example**

Prasad: chart below show 10% + merit + CM

all values in 000s

	2010	2011 PROPOSED
Salary		
Bonus Target (15%)		
Co. Multiplier = 2.0		
Total Cash		
Equity		
Total Comp		

Prasad: If you go with this chart, please remove

Level	n-Count	Salary Comparison		Good Over
		Current	Proposed Increase	

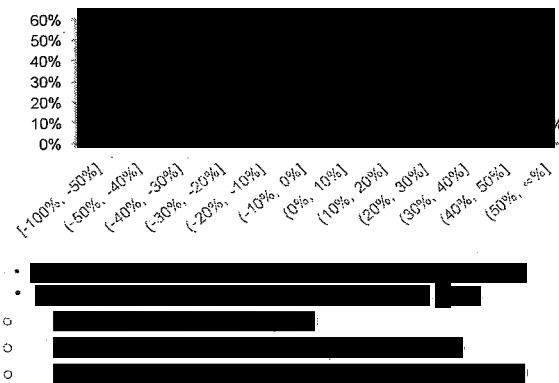
¹ VP+ excludes OC members

Prasad: chart below show 10% + CM (w/o m

Salary
Bonus Target
Co. Multiplier
Total Cash
Equity
Total Comp

D. CASH FLOW CLIFFS – Analysis & Findings

Total Cash Flow Change Between '10 - '11



Total Cash Flow Change Between '11 - '12

